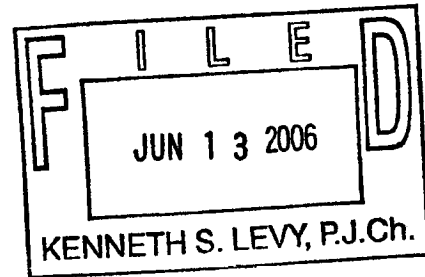


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Attorneys for Franklin L. Widmann, Chief
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NANCY KAPLEN,
ACTING ATTORNEY GENERAL OF NEW JERSEY
on behalf of
FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

KENNETH A. LILL,
RICHARD M. THURING,
MEDICAL SECURITY CARD, INC.,
MSC PROFESSIONAL MANAGEMENT CO., INC.
f/k/a MSC PROFESSIONAL HOLDING COMPANY,
INC., and PRESTON MEDICAL SERVICES, INC.,

Defendants.

SUPERIOR COURT OF
NEW JERSEY

CHANCERY DIVISION
ESSEX COUNTY

DOCKET NO. ESX-C-326-02

Civil Action

CONSENT ORDER AND
FINAL JUDGMENT
AS TO DEFENDANT
KENNETH LILL

This matter having been presented to the Court by then Acting Attorney General Nancy Kaplen of New Jersey, and Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), (Deputy Attorneys General David M. Puteska and Toral Makani Joshi,

appearing), and defendants Kenneth Lill, Medical Security Card, Inc., MSC Professional Management Co., Inc. f/k/a MSC Professional Holding Company, Inc., and Preston Medical Services, Inc. (collectively hereinafter referred to as "Defendant Companies") represented by Calo Agostino, P.C., (Dennis Calo, Esq., appearing); and plaintiffs and defendant Lill, without admitting or denying any wrongdoing, have agreed to resolve any and all issues in controversy in this action, on the terms set forth in this Consent Order and Final Judgment, which terms have, with the consent of the Bureau Chief, defendant Lill, and the Defendant Companies has been reviewed and approved by the Honorable Kenneth S. Levy, P.J. Ch., as confirmed by his entering this Consent Order and Final Judgment.

The Court makes no findings of fact or conclusions of law with respect to the allegations set forth in the First Amended Complaint as to defendant Lill.

Solely for the purpose of settling this proceeding and without defendant Lill admitting or denying the findings contained below, the Bureau Chief makes the following findings of fact and conclusions of law.

- a) At all relevant times, defendant Lill served as an unregistered agent of defendants Medical Security Card, Inc., MSC Professional Management Co., Inc. f/k/a MSC Professional Holding Company, Inc., and Preston Medical

Services, Inc. by selling and/or attempting to sell securities;

- b) Defendant Lill is not now and never has been registered with the New Jersey Bureau of Securities as an agent, to offer or sell securities in the State of New Jersey. Nor is he registered with the Bureau in any other capacity. Nor is he exempt from registration as an agent;
- c) Medical Security Card, Inc., MSC Professional Management Co., Inc. f/k/a MSC Professional Holding Company, Inc., and Preston Medical Services, Inc. are not now and never have been registered with the Bureau in any capacity. Nor are they exempt from registration; and
- d) The securities offered by Medical Security Card, Inc., MSC Professional Management Co., Inc. f/k/a MSC Professional Holding Company, Inc., and Preston Medical Services, Inc. and/or Lill were not registered or exempt from registration.

IT IS on this 13th day of June, 2006,

ORDERED AND AGREED:

PERMANENT INJUNCTIVE RELIEF

1. Defendant Lill, individually and by or through any corporation, business entity, agent, employee, partner, officer, director, attorney, stockholder and/or any other person who is directly or indirectly under his control or direction, is

permanently restrained and enjoined from directly or indirectly violating the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq., ("Securities Law") and, specifically, from engaging in the following conduct:

- (i) offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting securities in any manner to, from, or within the State of New Jersey and offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting unregistered securities in any manner to, from, or within the State of New Jersey in violation of N.J.S.A. 49:3-60;
- (ii) issuing securities or engaging in any securities related activity in violation of the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq.;
- (iii) acting as an unregistered broker-dealer, unregistered agent, unregistered investment adviser, or unregistered investment adviser representative in the State of New Jersey in violation of N.J.S.A. 49:3-56; and
- (iv) engaging in the conduct described in plaintiffs' First Amended Complaint filed in the New Jersey Superior Court, Chancery Division, Essex County, Kaplen v. Kenneth Lill, et al., Docket No. ESX-C-326-02.

RESCISSION OFFER

2. Defendant Lill shall pay \$285,000.00 total ("rescission amount") for the offer of rescission to investors in the Defendant Companies and MSC Medical Security Card Deutschland GmbH ("MSCD"), to be held in an escrow account by the Bureau until rescission offers are disbursed to investors, investor responses are received by the Bureau and the respective portions of the rescission amount are paid to the investors by the Bureau. Defendant Lill shall make a first payment of \$100,000.00 by July 31, 2006 or the date upon which this Consent Order and Final Judgment is entered by the Court, whichever is later. A second payment of \$100,000.00 shall be due five (5) months from the date of the entering of this Consent Order and Final Judgment by the Court. A final payment of \$85,000.00 shall be due nine (9) months from the date of the entering of this Consent Order and Final Judgment by the Court. The Bureau will hold and disburse the rescission amount in accordance with the provisions of this Consent Order and Final Judgment.

3. All payments shall be made by certified checks, attorney trust account checks, or other guaranteed funds, made payable to "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6th

Floor, Newark, New Jersey 07102. Default will be deemed to have occurred if the Bureau does not receive total payments of \$285,000.00 within nine (9) months of the Court entering this Consent Order and Final Judgment. Furthermore, in the event that defendant Lill fails to make all or any portion of payments to the Bureau for the rescission amount within the time periods set forth in paragraph 3, all unpaid amounts due and payable under this Consent Judgment shall immediately be accelerated and due and payable without the need for notice or presentment, with interest calculated in accordance with R. 4:42-11 from the date of default. In addition to the relief provided for in this paragraph, this default shall also entitle the plaintiffs to make an application to the Court for an order directing compliance and any other relief in aid of litigant's rights including the imposition of attorneys' fees for said application.

4. The Bureau, or its representative will offer rescission to all, but not limited to, investors identified by the Bureau as indicated on the attached schedule A as follows:

- (i) The total amount to be offered to all investors through rescission is \$285,000.00, which constitutes a partial return of each investor's remaining principal;
- (ii) Notice of the rescission offers shall be made by the Bureau or its representative to all investors within sixty (60) days of receipt of Lill's final payment of the

rescission amount as prescribed in this Consent Order and Final Judgment;

(iii) Investors will be given ninety (90) days from the receipt of the notice of the rescission offer to either accept or reject the offer ("Offer Period"); and

(iv) If an investor accepts the rescission offer, the Bureau or its representative will calculate and disburse payment to the investor within ninety (90) days of the expiration of the Offer Period ("Completion Date"). Any investor who accepts the rescission offer shall sign a notarized certification or affidavit, to be agreed upon by Lill and the Bureau, and provided by the Bureau or its representative, indicating that the investor is accepting the rescission offer and shall surrender his or her shares in the Defendant Companies and/or MSCD by mail to Dennis Calo, Esq. at 14 Washington Place, Hackensack New Jersey 07601. In the event the actual shares are not available, the investor shall surrender any indicia or evidence of ownership in the Defendant Companies and/or MSCD by mail to Dennis Calo, Esq. at 14 Washington Place, Hackensack New Jersey 07601. A copy of the investor certifications will be furnished, by mail, to Dennis Calo, Esq. at 14 Washington Place, Hackensack New Jersey

07601 by the Bureau or its representative within 30 days of the Completion Date.

- (v) In the event any investor does not accept the rescission offer or does not respond to it within the Offer Period, such investor, Lill, Defendant Companies and MSCD shall retain any and all legal rights between and amongst themselves, which shall remain in full force and effect.

CIVIL MONETARY PENALTY

5. After all timely submitted proof of claims have been finalized and paid by the Bureau or its representative, any money remaining in the escrow account on the Completion Date shall revert to the Bureau as a penalty assessed against defendant Lill pursuant to N.J.S.A. 49:3-70.1.

FINAL JUDGMENT

6. As such, final judgment in the amount of \$285,000.00 is entered against defendant Lill. Plaintiffs may enforce collection of the judgment in accordance with this Consent Order and Final Judgment and applicable law.

GENERAL PROVISIONS

7. The parties acknowledge that for the purpose of enforcement of this Consent Order and Final Judgment, New Jersey Law shall govern the terms and provisions herein.

8. Defendant Lill shall advise the Bureau of the current street address of where he resides, whether in the United States or abroad, until all elements of this Consent Order and Final Judgment are satisfied.

9. The parties represent that an authorized representative of each has signed this Consent Order and Final Judgment with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.

10. This Consent Order and Final Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Order and Final Judgment must be in writing and signed by all parties to be bound and approved and signed by the Court.

11. This Consent Order and Final Judgment is entered into by the Parties as their own free and voluntary act and with full knowledge and understanding of the obligations and duties imposed by this Consent Order and Final Judgment.

12. Nothing in this Consent Order and Final Judgment shall in any manner be construed to limit or affect the rights of any persons who may have a claim against defendant Lill. The amount of any such claim shall be reduced by any amounts paid to such persons from other sources, including any restitution paid pursuant to this order.

13. No employee or official of, or person representing, the Bureau of Securities or the State of New Jersey has made any additional promise or representation to defendant Lill regarding this Consent Order and Final Judgment.

14. The Parties have negotiated, jointly drafted and fully reviewed the terms of this Consent Order and Final Judgment and the rule that uncertainty or ambiguity is to be construed against the drafter shall not apply to the construction or interpretation of this Consent Order and Final Judgment.

15. As used in this Consent Order and Final Judgment, the plural shall include the singular and the singular shall include the plural. In addition, "or" and "and" shall be interpreted conjunctively.

16. Except as otherwise explicitly provided in this Consent Order and Final Judgment, nothing herein shall be construed to limit the authority of the Attorney General to protect the interests of the State or the people of the State.

17. If any portion of this Consent Order and Final Judgment is held invalid or unenforceable by operation of law, the remaining terms of this Consent Order and Final Judgment shall not be affected.

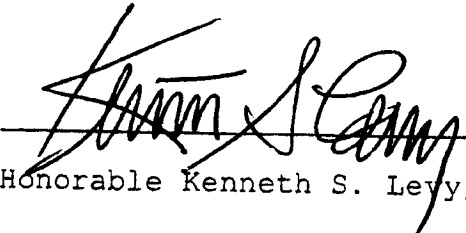
18. This Consent Order and Final Judgment shall be binding upon the parties and their successors. In no event shall assignment of any right, power or authority under this Consent Order and Final

Judgment avoid compliance with this Consent Order and Final Judgment.

19. Defendant Lill shall not represent or imply that any business practice or other act or practice hereinafter used or engaged in by him has been required or approved, in whole or part, by the Attorney General, the Bureau of Securities, the State of New Jersey or any of the State's agencies, agents or subdivisions.

20. Unless otherwise prohibited by law, any signatures by the parties required for entry of this Consent Order and Final Judgment may be executed in counterparts, each of which shall be deemed an original, but all of which shall together be one and the same Consent Order and Final Judgment.

21. The parties hereto agree that the provisions of this Consent Order and Final Judgment, including Lill's payment of \$285,000 shall constitute full satisfaction of any claim the Bureau may have against Lill or the Defendant Companies arising from the conduct described in plaintiffs' complaint, Kaplen v. Kenneth Lill, et al., Docket No. ESX-C-326-02.


Honorable Kenneth S. Levy, P.J.Ch.

Consent to the Form, Content
and Entry of this Consent Order and Final Judgment:

Calo Agostino, P.C.
Attorneys for Defendant Kenneth Lill

Beryl M. Worth
By: ~~Dennis Calo, Esq.~~
Beryl M. Worth, Esq.

Dated: 6/9/06

Consent to the Form, Content
and Entry of this Consent Order and Final Judgment:

Calo Agostino, P.C.
Attorneys for Medical Security Card, Inc.

Beryl M. Worth
By: ~~Dennis Calo, Esq.~~
Beryl M. Worth, Esq.

Dated: 6/9/06

Consent to the Form, Content
and Entry of this Consent Order and Final Judgment:

Calo Agostino, P.C.
Attorneys for MSC Professional Management Co., Inc.
f/k/a MSC Professional Holding Company, Inc.

Beryl M. Worth
By: ~~Dennis Calo, Esq.~~
Beryl M. Worth, Esq.

Dated: 6/9/06

Consent to the Form, Content
and Entry of this Consent Order and Final Judgment:

Calo Agostino, P.C.
Attorneys for Preston Medical Services, Inc.

Beryl M. Worth
By: ~~Dennis Calo, Esq.~~
Beryl M. Worth, Esq.

Dated: 6/9/06

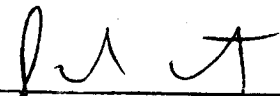
ZULIMA V. FARBER
ATTORNEY GENERAL OF NEW JERSEY

Anna Lascurain
By: Anna Lascurain
Deputy Attorney General

Dated: 6/12/06

ZULIMA V. FARBER
ATTORNEY GENERAL OF NEW JERSEY

By:



David Puteska
Deputy Attorney General

Dated:

6/12/06